

**TRAILER TRAIN
COMPANY**

101 NORTH WACKER DRIVE · CHICAGO, ILLINOIS 60606
(312) 853-3223

THOMAS D. MARION
TREASURER

DIRECT LINE: (312) 984-3821

May 8, 1989

RECORDATION NO

FILED 1425

9-129A014

MAY 9 1989 -11 20 AM

VIA FEDERAL EXPRESS

Honorable Noreta R. McGee
Secretary
Interstate Commerce Commission
12th & Constitutional Avenue, N.W.
Room 2303
Washington, DC 20423

INTERSTATE COMMERCE COMMISSION

No.

Date

Fee \$

ICC Washington, D. C.

Dear Ms. McGee:

Submitted herewith for filing and recording under 49 U.S.C.,
Section 11303(a) and the regulations promulgated thereunder are
two (2) fully executed documents as follows:

Supplemental Agreement No. 1 dated as of April 14, 1989,
a secondary document supplementing the Equipment Trust
Agreement, Series 42 dated as of May 15, 1980.

Parties to these transactions are as follows:

Trailer Train Company (Company)
101 North Wacker Drive
Chicago, Illinois 60606

Continental Bank, National Association
(Trustee)
30 North LaSalle Street
Chicago, IL 60697

The general description of the equipment is as follows:

Type	AAR Mechanical Designation	No. of Units	Marked*	Numbered
single-platform front runner flatcar	FC	16	TTUX	121735-121749 121797
100-ton centerbeam lumber flatcar.	FC	4	TTZX	86760-86763

* All units will have marked on each side the following legend,
"Ownership Subject to a Security Agreement Filed with the
Interstate Commerce Commission".

MAY 9 11 13 AM '89
MOTOR OPERATING UNIT

Honorable Noreta R. McGee
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Page 2

Enclosed is our check in the amount of \$13.00 to cover filing fees.

Prior recordations pertaining to this Supplement No. 1 being recorded are as follows:

- (1) Equipment Trust Agreement, Series 42, dated May 15, 1980, recorded on May 16, 1980, at 10:30 a.m, recordation number 11792.

A short summary of this Supplement No. 1 to appear in the Index is as follows:

"Supplemental Agreement No. 1 to the Equipment Trust Agreement Series 42, dated April 14, 1989, substituting 16 single-platform front runner flatcars numbered 121797 and 121735-121749 (inclusive) and 4 100-ton centerbeam lumber flatcars numbered 86760-86763 (inclusive)."

Once the filings have been made, please retain one copy and return the remaining stamped counterparts to me via certified mail.

Sincerely yours,



TDM:map

Enclosures

P.S. Ms. Mildred Lee - As per your previous conversation, please call Dean Holmes at 312/984-3747 as soon as this agreement is recorded advising him of the recordation number, date and time. Thank you very much.

Interstate Commerce Commission

Washington, D.C. 20423

5.10.89

OFFICE OF THE SECRETARY

Thomas D. Marion

Treasurer

Trailer Train Company

101 North Wacker Drive

Chicago, Illinois 60606

Dear: **Sir:**

The enclosed document(s) was recorded pursuant to the provisions of Section 11303 of the Interstate Commerce Act, 49 U.S.C. 11303, on **5.9.89**, at **11:20am**, and assigned recordation number(s). **11792-A**

Sincerely yours,



Noreta R. McGee
Secretary

Enclosure(s)

RECORDATION NO. 11792-1A
MAY 19 1989 - 11 20 AM
INTERSTATE COMMERCE COMMISSION

SUPPLEMENTAL AGREEMENT NO. 1 dated as of April 14, 1989, between CONTINENTAL BANK, NATIONAL ASSOCIATION, a corporation duly organized and existing under the laws of the United States of America, as Trustee (hereinafter called the "Trustee"), and TRAILER TRAIN COMPANY, a corporation duly organized and existing under the laws of the State of Delaware (hereinafter called the "Company").

WHEREAS, the Trustee and the Company have entered into an Equipment Trust Agreement dated as of May 15, 1980 (the "Trust Agreement"), which was recorded with the Interstate Commerce Commission on May 16, 1980, pursuant to 49 U.S.C. Section 11303(a), providing for the financing of certain equipment as set forth therein;

WHEREAS, in compliance with Section 4.08 of the Trust Agreement, funds were deposited by the Company with the Trustee for the equipment described in Schedule B attached hereto previously declared destroyed by the Company; and

WHEREAS, the Company desires to have the funds so deposited used to purchase the equipment described in Schedule A attached hereto (hereinafter called "Substituted Equipment") as provided in Section 4.06 of the Trust Agreement.

NOW, THEREFORE, THIS SUPPLEMENTAL AGREEMENT NO. 1 WITNESSETH:

Title to the Destroyed Equipment is hereby assigned and transferred to the Company by the Trustee and is no longer subject to the terms and conditions of the Trust Agreement.

The Substituted Equipment is hereby subject to the terms and conditions of the Trust Agreement in compliance with Section 4.03 thereof.

Except as herein amended, the Trust Agreement remains in full force and effect.

The Company will cause this Supplemental Agreement No. 1 to be recorded with the Interstate Commerce commission pursuant to 49 U.S.C. Section 11303(a).

This Supplemental Agreement No. 1 will be simultaneously executed in several counterparts, each of which so executed shall be deemed to be an original, and such counterparts together shall constitute but one and the same instrument.

IN WITNESS WHEREOF, the Trustee and the Company, pursuant to due corporate authority, have caused these presents to be signed in their respective corporate names by their respective officers thereunto duly authorized and their respective seals to be hereunto affixed, duly attested, as of the day and year first above written.

Continental Bank,
National Association

ATTEST:

George N. Reames
CORPORATE PRODUCTS OFFICER

By:

James
VICE PRESIDENT

TRAILER TRAIN COMPANY

ATTEST:


A. J. Barton
Assistant Secretary

By:

Thomas D. Marion
Thomas D. Marion
Treasurer

STATE OF ILLINOIS)
) ss.:
COUNTY OF COOK)

On this 4TH day of MAY, 1989, before me personally appeared J. C. MULL, JR. to me personally known, who, being by me duly sworn, says that he is VICE PRESIDENT of CONTINENTAL BANK, NATIONAL ASSOCIATION, that one of the seals affixed to the foregoing instrument is the corporate seal of said corporation, that said instrument was signed and sealed on behalf of said corporation by authority of its Board of Directors and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.



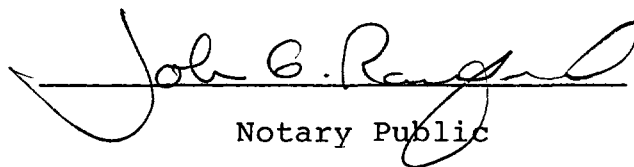
Notary Public

My Commission Expires:



STATE OF ILLINOIS)
)
COUNTY OF COOK) ss.:

On this 27th day of April, 1989, before me personally appeared Thomas D. Marion to me personally known, who, being by me duly sworn, says that he is Treasurer of TRAILER TRAIN COMPANY, that one of the seals affixed to the foregoing instrument is the corporate seal of said corporation, that said instrument was signed and sealed on behalf of said corporation by authority of its Board of Directors and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.


Notary Public



My Commission Expires:

SCHEDULE A

EQUIPMENT TRUST AGREEMENT SERIES 42, DATED AS OF 05/15/80
SUBSTITUTED EQUIPMENT

BUILDER /CAR TYPE	CAR NUMBER	CAR INITIAL	ORIGINAL COST	(A) DATE FIRST PUT INTO USE	(B) DATE OF TRANSFER TO TRUSTEE	# MONTHS USE FROM (A) TO (B)	"FAIR VALUE" **
THRALL CAR MANUFACTURING COMPANY: 100-TON BULKHEAD FLATCAR EQUIPPED WITH CENTER PARTITION FOR CARRYING LUMBER PRODUCTS	86760	TTZX	42,200.00	12/29/87	05/17/89	16	\$ 38,448.89
	86761	TTZX	42,200.00	12/30/87	05/17/89	16	38,448.89
	86762	TTZX	42,200.00	12/28/87	05/17/89	16	38,448.89
	86763	TTZX	42,200.00	12/28/87	05/17/89	16	38,448.89
THRALL CAR MANUFACTURING COMPANY: SINGLE-PLATFORM FRONT RUNNER FLATCAR FOR CARRYING TRAILERS	121735	TTUX	25,452.00	07/27/87	05/17/89	21	22,482.60
	121736	TTUX	25,452.00	07/28/87	05/17/89	21	22,482.60
	121737	TTUX	25,452.00	07/28/87	05/17/89	21	22,482.60
	121738	TTUX	25,452.00	07/28/87	05/17/89	21	22,482.60
	121739	TTUX	25,452.00	07/28/87	05/17/89	21	22,482.60
	121740	TTUX	25,452.00	07/29/87	05/17/89	21	22,482.60
	121741	TTUX	25,452.00	07/29/87	05/17/89	21	22,482.60
	121742	TTUX	25,452.00	07/30/87	05/17/89	21	22,482.60
	121743	TTUX	25,452.00	07/30/87	05/17/89	21	22,482.60
	121744	TTUX	25,452.00	07/30/87	05/17/89	21	22,482.60
	121745	TTUX	25,452.00	07/30/87	05/17/89	21	22,482.60
	121746	TTUX	25,452.00	07/30/87	05/17/89	21	22,482.60
	121747	TTUX	25,452.00	07/30/87	05/17/89	21	22,482.60
	121748	TTUX	25,452.00	07/31/87	05/17/89	21	22,482.60
	121749	TTUX	25,452.00	07/31/87	05/17/89	21	22,482.60
	121797	TTUX	25,452.00	08/18/87	05/17/89	20	22,624.00
							<u>\$513,658.56</u>

** FAIR VALUE = ORIGINAL COST - (#MONTHS/180 X ORIGINAL COST)

SCHEDULE B

Equipment Trust Agreement, Series 42,
dated as of May 15, 1980
Destroyed Equipment

<u>Car Number</u>	<u>"Fair"</u> <u>Value</u>
<u>On Deposit With Trustee</u>	
992993	\$ 35,661.62
993075	42,799.27
983169	35,336.59
854316	30,448.66
983199	37,730.00
983268	49,896.48
983050	<u>49,277.08</u>
TOTAL ON DEPOSIT	<u>\$281,149.70</u>
<u>Reported Not Yet Deposited</u>	
983230	34,085.62
993011	35,753.05
993022	33,012.85
993016	33,085.79
983020	32,273.71
983113	32,103.55
983244	<u>32,273.71</u>
TOTAL NOT YET DEPOSITED	<u>\$232,588.28</u>
GRAND TOTAL	<u>\$513,737.98</u>